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October 4, 2012

Via ECF

The Honorable Stanley R. Chesler
United States District Judge
M.L. King Jr. Federal Bldg. & Courthouse
50 Walnut Street
Newark, NJ 07102

Re: *Duvall v. Par Pharmaceutical Companies, Inc., et al.,*
Civil Action No. 2:12-cv-5109 (SRC)(CLW)

Dear Judge Chesler:

We represent defendants Par Pharmaceutical Companies, Inc. (the “Company,” or “Par”), Peter S. Knight, Patrick G. LePore, Ronald M. Nordmann, Thomas P. Rice, Melvin Sharoky, Joseph E. Smith and Patrick J. Zenner in the above-captioned matter, and write jointly on behalf of all defendants (collectively, “Defendants”) and plaintiff Robert Duvall (“Plaintiff”) to inform the Court of recent developments related to the subject matter of the above-captioned action and the Defendants’ Motion to Proceed in One Jurisdiction, which may affect whether the Court wishes to proceed with the hearing on that motion, which is currently scheduled for October 10, 2012 at 10:30 a.m.

As was discussed in more detail in Defendants’ September 15, 2012 letter to the Court, the parties in the related consolidated action pending in the Delaware Court of Chancery (the “Delaware Action”) entered into a binding memorandum of understanding (the “MOU”), which was submitted to the Delaware Court on September 14, 2012. The MOU contemplates consummation of the acquisition of the Company by affiliates of TPG Capital, L.P. for \$50.00 in cash per share (the “Merger”) and the execution of a definitive settlement agreement that will provide for conditional certification of a global settlement class of all Par shareholders during the class period who “will release defendants from any and all liability” concerning the Merger,

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subject to the approval of the Delaware Court.¹ The parties in the Delaware Action are currently negotiating that definitive settlement agreement. Because the parties to the Delaware Action entered into the MOU, the Delaware Court removed from its calendar the oral argument on plaintiffs' motion for a preliminary injunction to enjoin the Merger.

On September 27, 2012, the Company's shareholders voted to approve the Merger. The Merger has since been fully consummated, and the Company's shares have been delisted from the New York Stock Exchange.²

These developments have overtaken the premise of the original motion. There will no longer be a preliminary injunction hearing in Delaware. The Merger has now been completed. As such, Defendants and Plaintiff jointly propose that, if the Court so agrees, the hearing scheduled for next week be adjourned pending further developments. Of course, should the Court wish to proceed with that hearing, the parties remain available to attend.

Respectfully yours,

s/ Jeffrey J. Greenbaum
Jeffrey J. Greenbaum

cc: All Counsel of Record (via ECF)

¹Par shareholders who are members of that global settlement class but were not class representative plaintiffs in the Delaware Action will have an opportunity to file an objection to the settlement with the Delaware Court.

²In this action, on September 12, 2012, Defendants filed their Motion to Dismiss Plaintiff's Complaint with Prejudice Pursuant to Federal Rule 12(b)(6) (the "Motion to Dismiss"). Plaintiff's opposition to the Motion to Dismiss is currently due on October 22, 2012, and the Defendants' reply submission is currently due on October 29.